

NEWLINK GENETICS CORP

Form 4

January 06, 2015

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wiley Brian

(Last) (First) (Middle)

C/O NEWLINK GENETICS
CORPORATION, 2503 SOUTH
LOOP DRIVE, SUITE 5100

(Street)

AMES, IA 50010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NEWLINK GENETICS CORP
[(NLNK)]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP of Business Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/02/2015		F		540 ⁽¹⁾	\$ 43.65	6,286 ⁽²⁾ D
Common Stock	01/02/2015		A		7,400 ⁽³⁾	\$ 0	13,686 ⁽²⁾ D
Common Stock	01/02/2015		M		20,000	\$ 11.79	33,686 ⁽²⁾ D
Common Stock	01/02/2015		S ⁽⁴⁾		10,000	\$ 39.68 ⁽⁵⁾	23,686 ⁽²⁾ D

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Common Stock	01/02/2015	S ⁽⁴⁾	10,000	D	\$ 40.98 ⁽⁶⁾	13,686 ⁽²⁾	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 43.65	01/02/2015		A		23,400		<u>(7)</u>	01/01/2025	Common Stock	23,400
Option to Purchase Common Stock	\$ 11.79	01/02/2015		M		20,000		<u>(8)</u>	01/13/2023	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wiley Brian
C/O NEWLINK GENETICS CORPORATION
2503 SOUTH LOOP DRIVE, SUITE 5100
AMES, IA 50010

VP of Business Development

Signatures

/s/ Ryan Trytten, by power of
attorney

01/06/2015

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares of Common Stock withheld by the Issuer in satisfaction of its tax withholding obligation with respect to the vesting of 1,425 previously reported restricted stock units ("RSUs") granted to the Reporting Person.

(2) Includes 4,275 RSUs previously reported as holdings of the Reporting Person granted under the Issuer's 2009 Equity Incentive Plan (the "Plan"). The RSUs will vest, and shares will be delivered to the Reporting Person in a series of three successive annual installments with the next installment occurring on January 2, 2016, provided in each case that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan.

(3) Represents shares issued as RSUs under the Plan that were received as an award, for no consideration. The RSUs vest in a series of four successive annual installments beginning on January 2, 2016, provided in each case that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan.

(4) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on 12/11/2014.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.51 to \$40.00, inclusive. The reporting person undertakes to provide to the issuer, any security holder of issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.85 to \$41.07, inclusive. The reporting person undertakes to provide to the issuer, any security holder of issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote to this Form 4.

(7) Grant to the Reporting Person of a stock option under the Plan. The option vests and becomes exercisable in a series of 48 successive equal monthly installments with the first installment occurring on February 2, 2015, provided that at the relevant vesting dates the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan. The option expires ten years after the date of grant.

(8) 1/4th of the shares vest on January 14, 2014, which is one year after the vesting commencement date. 1/48th of the shares vest monthly thereafter over the next three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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